

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-____ (____)
:
Debtors. : (Jointly Administered)
:
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FINAL ORDER UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR.
P. 2014(a) AUTHORIZING EMPLOYMENT AND RETENTION OF
TOGUT, SEGAL & SEGAL AS CONFLICTS COUNSEL FOR DEBTORS

("TOGUT RETENTION ORDER")

Upon the application, dated October 8, 2005 (the "Application"), of Delphi Corporation and certain its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 authorizing the employment and retention of Togut, Segal & Segal ("TS&S") as conflicts counsel in these chapter 11 cases pursuant to the engagement letter, dated October 5, 2005 (the "Engagement Letter"), attached to the Application as Exhibit B; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005, and the Declaration of Albert Togut, the senior member of TS&S, in support of the Application; and upon the record of the hearing held on the Application; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED on a final basis.

2. The Application and the Engagement Letter are approved in all respects.

3. In accordance with section 327(a) of title 11 of the United States Code, 11

U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code") and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), each of the Debtors, as a debtor-in-possession, is authorized to employ and retain TS&S as its conflicts counsel, to perform the services described in the Application and set forth in the Engagement Letter.

4. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain TS&S as their conflicts counsel, (a) to perform services on the bankruptcy-related matters for which Skadden, Arps, Slate, Meagher, & Flom LLP ("Skadden") cannot handle because such matters involve their respective clients and could present a potential conflict of interest, and (b) to perform other discrete duties as are assigned by Skadden to TS&S as generally described in the Application and the Togut Declaration.

5. If the Debtors are adverse to any Client, TS&S and not Counsel shall represent the Debtors in such matter.

6. TS&S shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the Bankruptcy Code and all applicable Bankruptcy Rules, Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules"), guidelines promulgated by the Office of the United States Trustee, and further orders of this Court.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

8. The requirement under Rule 9013-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
October , 2005

UNITED STATES BANKRUPTCY JUDGE